



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

December 21, 1989

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 12)
Filed June 9, 1975
Recordation No. 7949

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Seventh Supplemental Trust Agreement, dated December 12, 1989, between Union Tank Car Company and Pittsburgh National Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf 4066e
Enclosures

RECORDATION NO

7949-M
FILED 1423

JAN 2 1990 -10 05 AM

INTERSTATE COMMERCE COMMISSION

0--002A001

RECORDATION NO

7949-N
FILED 1423

JAN 2 1990 -10 05 AM

INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES

JAN 2 9 53 AM '90

Interstate Commerce Commission

Washington, D.C. 20423

1/2/90

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/90 at 10:05AM, and assigned recordation number(s). 7949-M And 7949-N

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

SEVENTH SUPPLEMENTAL TRUST AGREEMENT

RECORDATION NO 7949-M FILED 1425

UNION TANK CAR COMPANY (SERIES 12)

JAN 2 1990 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

THIS SEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated December 12, 1989, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Pittsburgh National Bank, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated June 1, 1975, providing for the issue of its Equipment Certificates (Series 12) in aggregate principal amount of \$50,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

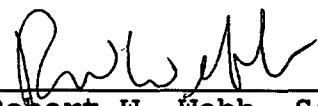
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 
Sidney H. Bonser,
Senior Vice President

Attest:


Robert W. Webb, Secretary

PITTSBURGH NATIONAL BANK

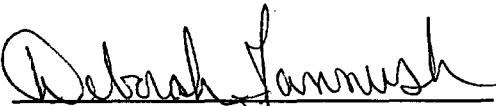
By: 
R. E. Ernst
Assistant Vice President

Attest:


Trust Officer

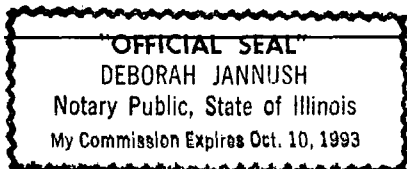
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On December 12, 1989, before me personally came Sidney H. Bonser, to me known, who, being by me duly sworn, did depose and say that he is Senior Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.




Notary Public

My Commission Expires:



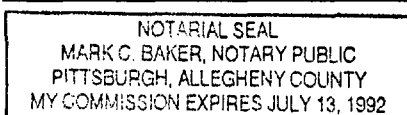
STATE OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS

On this 15th day of December, 1989, before me personally came R E ERNST, to me known, who, being by me duly sworn, did depose and say that he is ASST. VICE PRES. of Pittsburgh National Bank, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Notary Public

My Commission Expires:



Member, Pennsylvania Association of Notaries

FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
37	C214	5,800	UTCX48226-UTCX48255,UTCX48329-UTCX48332, UTCX48334-UTCX48336
3	C214	6,100	UTCX59070-UTCX59072
1	T055	20,000	641751
2	T095	20,000	647087-647088
1	T096	23,500	647098
1	T107	26,800	201158

45 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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93	AARG	6,810	UTBX10000-UTBX10002,UTBX10004,UTBX10006- UTBX10019,UTBX10021-UTBX10026,UTBX10028- UTBX10036,UTBX10038-UTBX10059,UTBX10061- UTBX10074,UTBX10076-UTBX10099
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93 TOTAL